

# **EXHIBIT 5**

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

IN RE VERIFONE HOLDINGS, INC.  
SECURITIES LITIGATION

Master File No.  
C 07-6140 MHP

**CLASS ACTION**

Document Relates To:

All Actions

**DECLARATION OF HAREL PIA  
MUTUAL FUNDS  
IN RESPONSE TO THE COURT'S  
ORDER DATED MAY 14, 2008 RE:  
APPOINTMENT OF LEAD COUNSEL**

COURTROOM: 15  
JUDGE: Hon. Marilyn Hall Patel

As a duly authorized representative of the Israeli Institutional Investor Group, Sami Bebecov, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I respectfully submit this Declaration as ordered by the Honorable Marilyn Hall Patel on May 14, 2008 in support of the motion of the Israeli Institutional Investor Group, comprised of The Phoenix Insurance Company, Ltd., Prisma Provident Funds, Ltd., Prisma Mutual Funds, Ltd., Harel Insurance Company Ltd., and Harel Pia Mutual Funds, for appointment as Lead Plaintiff and approval of its selection of Lead and Liaison Counsel.

2. I, Sami Bebecov, am the Chief Executive Officer for Harel Pia Mutual Funds ("Harel Pia"). I am duly authorized to execute this Declaration on behalf of Harel Pia Mutual Funds.

3. I respectfully submit the following information in regard to the acquisition of Lipman shares by Harel Pia Mutual Funds:

Harel Pia held the following number of Lipman shares immediately before consummation of the merger on November 1, 2006:	79,134
Harel Pia held the following number of Lipman shares immediately after the consummation of the merger on November 1, 2006:	0
Harel Pia converted the following number of shares of Lipman to Verifone shares as part of the merger:	79,134
Harel Pia purchased and sold Lipman shares on	Tel Aviv stock exchange

4. I respectfully submit the following information in regard to the transactions in Verifone conducted by Harel Pia:

Between August 30, 2006 and December 3, 2007 Harel Pia purchased the following number of original Verifone shares – not including Verifone shares gained as a result of the merger with Lipman:	230,571
Between August 30, 2006 and December 3, 2007 Harel Pia expended the following amount of total funds in purchasing Verifone shares:	\$8,579,059.37
Between August 30, 2006 and December 3, 2007 Harel Pia sold the following number of Verifone shares:	98,544
Between August 30, 2006 and December 3, 2007 Harel Pia received the following amount of total funds from selling the original Verifone shares:	\$4,148,350.00
As of December 3, 2007 Harel Pia retained the following number of original Verifone shares:	132,027
Harel Pia paid the following amount for the shares retained as of December 3, 2007	\$4,733,866.78
Harel Pia incurred the following loss due to shares retained as of December 3, 2007	(\$2,117,091.64)

5. All of the shares referenced above were held by funds through which, as defined in paragraphs 6 through 29 below, Harel Pia had exclusive authority to vote, buy, and sell securities and to bring legal action.

1           6.       Harel Pia TA 75 Stocks (Harel Pia fund # 1111) was the owner – the actual  
2 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
3 Harel Pia TA 75 Stocks. Harel Pia had authority to vote those shares and the authority to buy or  
4 sell those shares.

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7           7.       Harel Pia Stocks & Convertibles (Harel Pia fund # 1129) was the owner – the  
8 actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name  
9 of Harel Pia Stocks & Convertibles. Harel Pia had authority to vote those shares and the  
10 authority to buy or sell those shares.

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12           8.       Harel Pia TA 100 Stocks (Harel Pia fund # 1145) was the owner – the actual  
13 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
14 Harel Pia TA 100 Stocks. Harel Pia had authority to vote those shares and the authority to buy or  
15 sell those shares.

16           9.       Harel Pia Stocks - Yahalom (Diamond) (Harel Pia fund # 1153) was the owner –  
17 the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the  
18 name of Harel Pia Stocks - Yahalom (Diamond). Prisma B2 Shekel Plus – k (17) had authority to  
19 vote those shares and the authority to buy or sell those shares.

20           10.      Harel Pia Mixed (Harel Pia fund # 1161) was the owner – the actual holder - of  
21 any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
22 Mixed. Harel Pia had authority to vote those shares and the authority to buy or sell those shares.

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24           11.      Harel Pia Best Dinamit (Harel Pia fund # 1179) was the owner – the actual holder  
25 - of any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
26 Best Dinamit. Harel Pia had authority to vote those shares and the authority to buy or sell those  
27 shares.

1           12.     Harel Pia Flexible (Harel Pia fund # 1187) was the owner – the actual holder - of  
2 any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
3 Flexible. Harel Pia had authority to vote those shares and the authority to buy or sell those  
4 shares.

5           13.     Harel Pia Dinamit Stock Index (Harel Pia fund # 1218) was the owner – the  
6 actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name  
7 of Harel Pia Dinamit Stock Index. Harel Pia had authority to vote those shares and the authority  
8 to buy or sell those shares.

9           14.     Harel Pia Medium Index (Harel Pia fund # 1250) was the owner – the actual  
10 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
11 Harel Pia Medium Index. Harel Pia had authority to vote those shares and the authority to buy or  
12 sell those shares.

13           15.     Harel Pia Corporate and Convertible Bonds (Harel Pia fund # 1292) was the  
14 owner – the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held  
15 in the name of Harel Pia Corporate and Convertible Bonds. Harel Pia had authority to vote those  
16 shares and the authority to buy or sell those shares.

17           16.     Harel Pia 20/80 (Harel Pia fund # 1315) was the owner – the actual holder - of  
18 any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
19 20/80. Harel Pia had authority to vote those shares and the authority to buy or sell those shares.

20           17.     Harel Pia Flexible (Hayovel) (Harel Pia fund # 1365) was the owner – the actual  
21 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
22 Harel Pia Flexible (Hayovel). Harel Pia had authority to vote those shares and the authority to  
23 buy or sell those shares.

1           18.     Harel Pia TA 25 Aggressive (Harel Pia fund # 1373) was the owner – the actual  
2 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
3 Harel Pia TA 25 Aggressive. Harel Pia had authority to vote those shares and the authority to  
4 buy or sell those shares.

5           19.     Harel Pia TA 25 Stocks (Harel Pia fund # 1381) was the owner – the actual  
6 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
7 Harel Pia TA 25 Stocks. Harel Pia had authority to vote those shares and the authority to buy or  
8 sell those shares.

9           20.     Harel Pia Yeeter Stock Index (Harel Pia fund # 1412) was the owner – the actual  
10 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
11 Harel Pia Yeeter Stock Index. Harel Pia had authority to vote those shares and the authority to  
12 buy or sell those shares.

13           21.     Harel Pia Tel-Tec (Harel Pia fund # 1438) was the owner – the actual holder - of  
14 any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia Tel-  
15 Tec. Harel Pia had authority to vote those shares and the authority to buy or sell those shares.

16           22.     Harel Pia High-Tech (Harel Pia fund # 1470) was the owner – the actual holder -  
17 of any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
18 High-Tech. Harel Pia had authority to vote those shares and the authority to buy or sell those  
19 shares.<sup>1</sup>

20           23.     Harel Pia Selected Stocks (Harel Pia fund # 1501) was the owner – the actual  
21 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
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26     <sup>1</sup> Certain additional trades in this account, which through inadvertence, were not included in the  
27 Harel Pia Loss Analysis Report previously submitted to the Court. Docket Entry # 85, Jt. Decl.,  
28 Schedule A attached as Exhibit E thereto. The additional relevant trades in this account are  
included in the Supplemental Loss Report attached to this Declaration as Exhibit A.

1 Harel Pia Selected Stocks. Harel Pia had authority to vote those shares and the authority to buy  
2 or sell those shares.

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4 24. Harel Pia 30/70 (Harel Pia fund # 1535) was the owner – the actual holder - of  
5 any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
6 30/70. Harel Pia had authority to vote those shares and the authority to buy or sell those shares.

7 25. Harel Pia Best + 20% (Harel Pia fund # 1577) was the owner – the actual holder -  
8 of any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
9 Best + 20%. Harel Pia had authority to vote those shares and the authority to buy or sell those  
10 shares.

11 26. Harel Pia TA 100 Aggressive (Harel Pia fund # 1802) was the owner – the actual  
12 holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of  
13 Harel Pia TA 100 Aggressive. Harel Pia had authority to vote those shares and the authority to  
14 buy or sell those shares.

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16 27. Harel Pia Shiklit + 20 (Harel Pia fund # 1808) was the owner – the actual holder -  
17 of any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia  
18 Shiklit + 20. Harel Pia had authority to vote those shares and the authority to buy or sell those  
19 shares.

20 28. Harel Pia Bonds + 10 Portfolio (Harel Pia fund # 1812) was the owner – the  
21 actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name  
22 of Harel Pia Bonds + 10 Portfolio. Harel Pia had authority to vote those shares and the authority  
23 to buy or sell those shares.  
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29. Harel Pia Target (Harel Pia fund # 1357) was the owner – the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of Harel Pia Target. Harel Pia had authority to vote those shares and the authority to buy or sell those shares.<sup>2</sup>

30. Harel Pia had no information regarding Lipman that was not generally available to the public outside of the State of Israel. Neither Harel Pia, nor any of its officers or directors, had any relationship with Lipman before the merger.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

June 2, 2008

~~Samj Bebecov~~  
~~Harel Pia Mutual Funds~~

<sup>2</sup> This is an additional account, which through inadvertence, was not included in the Harel Pia loss analysis report previously submitted to the Court. Docket Entry # 85, Jt. Decl., Schedule A attached as Exhibit E attached thereto. The relevant trades in this account are included in the Supplemental Loss Report attached to this Declaration as Exhibit A.

DECLARATION OF HAREL PIA MUTUAL FUNDS IN RESPONSE TO THE COURT'S ORDER DATED  
MAY 14, 2008 RE: APPOINTMENT OF LEAD COUNSEL  
Master File No. C 07-6140 MHP